

RECORDATION NO. 20646 FILED T26V
AUG 18 '98 11-35 AM

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OF COUNSEL
URBAN A. LESTER

August 18, 1998

Get
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of the following secondary documents: Memorandum of Lease Schedule No. 007, dated July 29, 1998, a Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of August 7, 1998 and a Full Service Lease Agreement with Rider JMIR 2 dated May 1, 1998.

The enclosed documents relate to the Master Lease Agreement No. 114, schedules to which have previously been filed with the Board under Recordation Number 20646.

The names and addresses of the parties to the enclosed documents are:

Lease Schedule No. 007

Lessor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

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Counterparts -

Mr. Vernon A. Williams
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Asset Purchase, Assignment and Assumption Agreement

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Full Service Lease Agreement and Rider

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Johns Manville International, Inc.
P.O. Box 625005
Littleton, Colorado 80162

A description of the railroad equipment covered by the enclosed documents is:

fifteen (15) boxcars bearing BAEX reporting marks and road numbers set forth on Exhibit A attached thereto.

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

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**MEMORANDUM OF ASSET PURCHASE,
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Asset Purchase, Assignment and Assumption Agreement made and entered into as of August 7, 1998 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

WITNESSETH:

1. Vaughn, as Lessor, has entered into that certain Lease Schedule No. 007 to Master Lease Agreement No. 114 dated March 13, 1997 (the "Lease"), with The Andersons, Inc., as Lessee, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to sell and assign to Star and Star as agreed to accept from Vaughn the Lease and the railroad equipment subject to that Lease.
3. This Memorandum of Asset Purchase, Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute on instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: 

**John V. Handelsman
President and CEO**

Title: _____

STAR BANK, NATIONAL ASSOCIATION

By: 

Title: VP

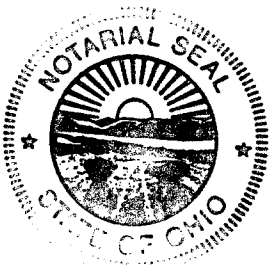
Exhibit A

Plate F Hi-Cube sixty (60) foot, seventy (70) ton Box Cars with sliding doors

	Previous Owner:	Old Car No.	Manufacturer	Mo./Yr. Built	New Car No.
1	Conrail	CR216862	Berwick Forge	03/73	BAEX000527
2	Conrail	CR216876	Berwick Forge	02/73	BAEX000528
3	Conrail	CR216898	Berwick Forge	02/73	BAEX000529
4	Conrail	CR278051	Berwick Forge	02/73	BAEX000530
5	Conrail	CR278064	Berwick Forge	02/73	BAEX000531
6	Conrail	CR278091	Berwick Forge	02/73	BAEX000532
7	Conrail	CR278122	Berwick Forge	03/73	BAEX000533
8	Conrail	CR277116	Berwick Forge	09/68	BAEX000534
9	Conrail	CR277708	Berwick Forge	03/69	BAEX000535
10	Conrail	CR277740	Berwick Forge	08/68	BAEX000536
11	Conrail	CR216889	Berwick Forge	03/73	BAEX000537
12	Conrail	CR278826	Berwick Forge	01/69	BAEX000538
13	Conrail	BO410133	Berwick Forge	04/78	BAEX000539
14	Conrail	BO410427	Berwick Forge	06/78	BAEX000540
15	CSX	CSXT160206	Berwick Forge	07/77	BAEX000601

STATE OF Ohio)
COUNTY OF Butler) SS

On this 12th day of August, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Kathy J. Voegele
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF Ohio)
COUNTY OF Hamilton) SS

On this 11th day of August, 1998 before me personally appeared Kim Trombetta, to me personally known, who being duly sworn, says that he/she is the Vice President of Star Bank, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Darlene Williams
Notary Public

DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires March 16, 1999

My commission expires: